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June 22, 2001

Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001
Attn: Ms. Taledia Stokes

RECORDATION NO. 23516-A FILED

JUN 29 '01 9-21 AM



Dear Ms. Stokes:

SURFACE TRANSPORTATION BOARD

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated June 22, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents originally filed under Recordation Number 23516.

The names and addresses of the parties to the enclosed document are:

Assignee:	Allfirst Bank 25 South Charles Street Baltimore, Maryland 21201
Assignor:	Joseph Transportation Services, Inc. 300 Pike Street Cincinnati, Ohio 45202

A description of the railroad equipment covered by the enclosed document is:

Thirty-nine (39) railcars bearing the reporting marks and numbers as referenced in Schedule I of the said document.

A short summary of the document to appear in the index follows:

Memorandum of Assignment and Assumption Agreement between Allfirst Bank, Assignee, and Joseph Transportation Services, Inc., Assignor, covering thirty-nine (39), railcars bearing the reporting marks and numbers as referenced in Schedule I of the said document.

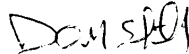
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MILES & STOCKBRIDGE P.C.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board to cover the required recordation fee.

Please kindly return stamped copies of the enclosed document to the undersigned at the above-listed address.

Very truly yours,

A handwritten signature in black ink, appearing to read "D. M. Schilling".

David M. Schilling
Legal Assistant

Enclosures

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of June 22, 2001, by and between **JOSEPH TRANSPORTATION SERVICES, INC.** a Delaware Corporation ("Assignor") and **ALLFIRST BANK**, a Maryland state-chartered banking corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated March 30, 2001, between Assignor, as Lessor, and WESTVACO CORPORATION, as Lessee, for thirty-nine (39) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease. **

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of June 22, 2001.

JOSEPH TRANSPORTATION SERVICES, INC.

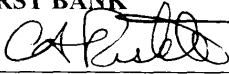
By: 

Name: Kevin J. Purcell

Title: Vice President

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ALLFIRST BANK

By: 

Name: C.A.P. Stevenson

Title: Vice President

** FURTHER, the Memorandum of Railroad Equipment Lease Agreement (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on June 21, 2001 with Recordation No. 23516. This Memorandum of Assignment and Assumption Agreement should receive Recordation No. 23516-A.

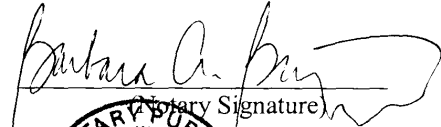
STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)


On this 22 day of June, 2001 before me the subscriber, Barbara A. Brzezicki, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kevin J. Purcell, to me personally known, who stated and acknowledged that he is the Vice President of JOSEPH TRANSPORTATION SERVICES, INC., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22 day of June, 2001.

My commission expires:

February 20, 2006



(Notary Signature)

BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF Maryland)
) SS:
COUNTY OF Baltimore)

On this 22nd day of June, 2001, before me the subscriber, Lilisa Monroe, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Christopher Distell, to me personally known, who stated and acknowledged that he/she is the Vice President of Allfirst Bank, a Maryland state-chartered banking corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22nd day of June, 2001.

Lilisa Monroe
(Notary Signature)

My commission expires:

3/30/04



**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

Thirty-nine (39) railcars bearing reporting marks as follows:

WVCX 2120	WVCX 2121	WVCX 2122	WVCX 2123	WVCX 2124
WVCX 2125	WVCX 2126	WVCX 2127	WVCX 2128	WVCX 2129
WVCX 2131	WVCX 2132	WVCX 2133	WVCX 2134	WVCX 2135
WVCX 2136	WVCX 2137	WVCX 2138	WVCX 2139	WVCX 2140
WVCX 2141	WVCX 2142	WVCX 2143	WVCX 2144	WVCX 2145
WVCX 2146	WVCX 2147	WVCX 2148	WVCX 2149	WVCX 2150
WVCX 2151	WVCX 2152	WVCX 2153	WVCX 2154	WVCX 2155
WVCX 2156	WVCX 2157	WVCX 2158	WVCX 2159	

LEASE: Dated March 30, 2001, between JOSEPH TRANSPORTATION SERVICES, INC. and WESTVACO CORPORATION.